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June 24, 2008

VIA ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: *Ex Parte* Presentation in MB Docket Nos. 07-29 and 07-198

Dear Ms. Dortch:

On behalf of The Walt Disney Company, please find enclosed herewith a letter, dated June 24, 2008, from Mr. Benjamin Pyne to the Honorable Herb Kohl in which Mr. Pyne expresses concern about a recent letter sent to FCC Chairman Martin in which Senator Kohl described certain allegations that broadcasters “bundle their channels together.” We respectfully request that a copy of this letter be incorporated into the record in the above-referenced proceedings. Please direct any questions to the undersigned.

Respectfully submitted,

/s/ Tom W. Davidson___
Tom W. Davidson, Esq.



Disney Media Networks

Benjamin N. Pyne
President, Global Distribution

June 24, 2008

The Honorable Herb Kohl
Chairman, Subcommittee on Antitrust, Competition Policy
and Consumer Rights
Committee on the Judiciary
United States Senate
Washington, DC 20510-6275

Dear Chairman Kohl:

I am concerned about a recent letter that you sent to FCC Chairman Martin in which you described allegations that programmers "bundle their channels together, tying less desirable channels to certain 'must have' channels (such as national sports networks, for example)." I am writing to assure you that, contrary to what you may have been told, Disney does not require carriage of any of its other channels as a condition to carriage of our two most popular cable channels: ESPN and Disney Channel.

We have filed extensive pleadings at the FCC in which we have responded to these allegations and have explained our programming practices in detail. I have submitted three affidavits that state very clearly that any MVPD who wishes to carry our most popular channels (ESPN, Disney Channel, and our 10 Owned ABC Stations) may elect to do so at a standalone rate that reflects the fair market value of those channels on a standalone basis. Approximately 50 cable operators have accepted our standalone ESPN offer and currently only carry ESPN. I have attached my affidavits to this letter, so that you and your staff may review them.

We appreciate your concern that the marketplace be as competitive and diverse as possible. In our view, thanks to the pro-competitive policies of the United States Congress and the Federal Communications Commission, the video marketplace of today is more vibrant and competitive than ever imagined. We also believe that the regulatory initiatives that have been proposed thus far, such as wholesale or retail a la carte, would only diminish programming diversity.

I would be delighted to discuss any of these matters with you or to answer any questions that you may have about our programming practices.

Sincerely,

cc: Chairman Kevin J. Martin
Commissioner Michael J. Copps
Commissioner Jonathan S. Adelstein
Commissioner Deborah Taylor Tate
Commissioner Robert M. McDowell

DECLARATION OF BENJAMIN N. PYNE

I, Benjamin N. Pyne, President, Global Distribution, Disney Media Networks, have responsibility for negotiating for multi-channel video programming distributor ("MVPD") carriage of the ten ABC-owned television stations and The Walt Disney Company's cable networks, including ESPN, ESPN2, ESPN Classic, ESPNEWS, ESPN Deportes, ESPNU, Disney Channel, Toon Disney, ABC Family and SOAPnet.

I attest that Disney negotiates retransmission consent only on behalf of the ten ABC-owned television stations and distribution deals only on behalf of The Walt Disney Company's cable networks, including ESPN, ESPN2, ESPN Classic, ESPNEWS, ESPN Deportes, ESPNU, Disney Channel, Toon Disney, ABC Family and SOAPnet.

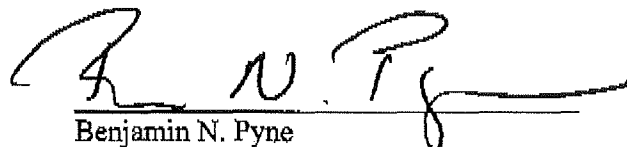
Disney has no authority to negotiate for, and does not negotiate for, carriage of the signals of the ABC affiliates it does not own or control on any distribution platform and the affiliates have no authority to negotiate for, and do not negotiate for, carriage of any Disney-owned cable network.

In negotiating for MVPD carriage for the ABC-owned television stations and The Walt Disney Company's cable networks:

- Disney offers retransmission rights to each of its ABC-owned broadcast stations for standalone cash payments. Disney does not require carriage of any of its cable programming services as a condition to retransmission rights to its ABC-owned television stations.
- Disney does not require carriage of any of its other programming services as a condition to carriage of its two most popular cable channels: ESPN and Disney Channel. Any MVPD who wishes to carry Disney Channel or ESPN without carrying other Disney programming services may elect to do so at a standalone rate that reflects the market value of those channels on a stand alone basis.
- The only Disney cable networks that are not available on a stand-alone basis are complementary ESPN services, such as ESPNEWS and ESPN2, which have never been intended to be offered to MVPDs or subscribers without the flagship ESPN channel.
- Disney offers package discounts to MVPDs who agree to carry multiple channels in order to gain broader carriage for those services. Many MVPDs take advantage of Disney's packaged offerings.
- For small cable operators, Disney negotiates cable carriage arrangements through the National Cable Television Cooperative, Inc. ("NCTC"). Disney's arrangements with NCTC benefit approximately 1,065 operators with an aggregate subscribership of approximately 8 million subscribers.

[Signature on Next Page]

I hereby declare, under penalty of perjury, that, to the best of my knowledge, information and belief, all of the factual information contained herein is accurate and complete.

A handwritten signature in black ink, appearing to read 'B. N. Pyne', with a long horizontal flourish extending to the right.

Benjamin N. Pyne
President, Global Distribution,
Disney Media Networks

January 3, 2008

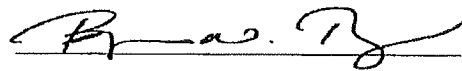
DECLARATION OF BENJAMIN N. PYNE

I, Benjamin N. Pyne, Executive Vice President, Disney and ESPN Networks Affiliate Sales and Marketing, have responsibility for negotiating for multi-channel video programming distributor ("MVPD") carriage of the ABC owned television stations and The Walt Disney Company's cable networks, including ESPN, ESPN2, ESPN Classic, ESPNEWS, Disney Channel, Toon Disney, ABC Family and SOAPnet.

I attest that, in negotiating for MVPD carriage:

- Disney does not require carriage of its cable programming services in exchange for its consent to carriage of its ABC-owned television stations;
- Disney offers carriage of its ABC-owned broadcast stations for standalone cash payments;
- Disney does not require carriage of any of its other programming services before it will permit carriage of Disney Channel;
- ESPN offers the opportunity for any MVPD to carry only the ESPN service;
- ESPN does not require carriage of any of its other programming services before it will permit carriage of the ESPN service;
- An MVPD who wishes to carry Disney Channel or ESPN without carrying other Disney programming services may elect to do so;
- Disney offers MVPDs significant flexibility to choose the manner in which they carry its many services;
- MVPDs may negotiate for carriage of ESPN2 and ESPN Classic on the first, second or third most widely-penetrated tier;
- Disney negotiates for carriage of ESPN, Disney Channel and ABC Family on either the first or second most widely-penetrated tier of service;
- ESPNEWS, Toon Disney and SOAPnet are available to be carried on any tier;
- Disney offers all of its most popular programming services—ABC, ESPN and Disney Channel—on a standalone basis;
- An MVPD may carry ESPN but not ESPN2; and
- An MVPD may carry ABC but not SOAPnet.

I hereby declare, under penalty of perjury, that, to the best of my knowledge, information and belief, all of the factual information contained herein is accurate and complete.



Benjamin N. Pyne
Executive Vice President, Disney and ESPN
Networks Affiliate Sales and Marketing

August 13, 2004

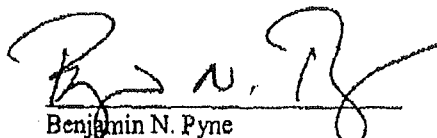
EXHIBIT A

DECLARATION OF BEN PYNE

I am Senior Vice President of Affiliate Sales and Marketing for ABC Cable Networks Group. Among other responsibilities, I am responsible for working with the ABC owned television stations to negotiate retransmission agreements for the ten ABC owned television stations.

I attest that, in negotiating for retransmission consent, ABC offers MVPDs a cash stand-alone price for retransmission consent for the ABC owned stations. If the cable operator accepts that offer, that decision results in no additional obligation to carry any Disney/ABC programming. To the extent that any given MVPD decides not to accept ABC's stand-alone cash offer, and instead elects the alternative to negotiate to carry programming, that decision is made by the individual MVPD. We attempt to work with the MVPD to customize a reasonable offer to address their particular needs.

I hereby declare, under penalty of perjury, that, to the best of my knowledge, information, and belief, all of the factual information contained in this Declaration is accurate and complete.



Benjamin N. Pyne
Senior Vice President of Affiliate
Sales and Marketing
ABC Cable Networks Group

February 3, 2003